

Blue Hill Co-op Board Meeting
March 3, 2022, Blue Hill Co-op Cafe

Board Members Attending: Jo Barrett, Jenny Brillhart, Aaron Dority, Deborah Evans, Jerome Lawther, Jennifer Traub, Tim Tunney.

Absent Board Member(s): Diane Bianco

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager).

Julia Klein, minute taker

Jerome Lawther, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Meeting commenced 6:08 PM.

Open Owner Time

Jerome noted a conversation with Kevin regarding encouraging directors to share during this portion of the meeting as they are concerned owners of the Co-op. Tim mentioned that he would like to see 40# bags of dog food available again.

Approval of Minutes

Jo moved to approve the January 27, 2022 Board Meeting Minutes with no changes. Jenny seconded the motion. The motion unanimously carries. The board discussed whether to begin including meeting commencement and adjournment times of public and executive session meetings in the minutes. The board agreed that times should be included.

GM Compensation Package Decision – **Tim moved to accept the GM Compensation Proposal as revised and discussed at the January executive session. Jen seconded the motion. The motion unanimously carries.**

GM Monitoring

Ends Report – Kevin presented the Ends Report and assessed that the Co-op is in compliance with each item. He noted that he expects future ends reports to be enhanced and clarified by his participation in the strategic planning program through Columinate. Tim highlighted vibrancy of ownership with 80% increase in ownership since store opening with 50% fully vested. Jo questioned the metrics used to establish best possible healthful and honest food options. Discussion ensued and it was noted that the ends are the starting place, but the rubric may be adjusted as needed. Kevin highlighted that support of local products has grown to 2.1 million in sales.

Kevin updated the board on farms and products affected by Forever Chemicals/PFAS noting that some farms have pulled their products until testing is complete. Discussion turned to community engagement through education about issues such as PFAS. The Strategic Leadership Committee will generate training ideas. Kevin commented that he hopes community engagement will expand after two years of Covid focus. The committee will assist in developing metrics for annual GM reporting on Ends. **Deborah moved to accept the GM Ends Report. Jo seconded the motion. The motion unanimously carries.**

Due Date for Board Packet – Submission of board documents was discussed, and the due date was adjusted to one week before the monthly board meeting. Jen will send a reminder ahead of the due date.

Patronage Dividends – Kevin explained criteria for determining ability to pay out patronage dividends based on the prior year's finances. He explained how they differ from investment dividends and that payment of investment dividends has priority over payment of patronage dividends. Considering this year's net loss, Kevin recommended that the Co-op is unable to pay patronage dividends for 2021. The pro forma predicts the ability to pay patronage dividends in year four in the new store. He noted that savings from the refinance began to be seen in February. **Tim moved that the Co-op does not have legal funds available to grant a patronage dividend in 2022 based on the 2021 net loss. Jo seconded the motion. The motion unanimously carries.**

Finance Committee – The Committee will meet in the week prior to the March 24 meeting. Kevin took questions regarding financial data reports. Kevin will revise the cash flow statements to reallocated expense categories due to the refinance. Tim noted an increase in the accounts payable line for two months and the board discussed riding the trade this quarter.

Board Monitoring

C1 Governing Style – Jerome presented Diane's report submitted via email and read the policy. Diane assessed that the board is in compliance with policy C1 and commented that the Strategic Leadership Committee assists in meeting the policy requirements. **Tim moved to approve Diane's C1 Governing Style monitoring report as in compliance. Deborah seconded the motion. The motion unanimously carries.**

Giving Tuesday – Kevin received feedback from two local organizations who took issue with the Co-op for receiving Giving Tuesday donations toward paying down the corporate loan while being a for-profit organization. Kevin responded that the opportunity to donate was offered to Co-op owners only, not the community at large, and that Co-op is set up to receive donations under a non-profit organization. The response was well received. Discussion ensued with consensus that due to the low donation response and complaints, Giving Tuesday will not be offered in future years.

E-Voting – Jo and Deborah presented their research into e-voting and recommended the company Simply Voting, which has been used and liked by Rising Tide and the Belfast Co-op. They recommended that the transition to e-voting take place over several years offering both paper and e-voting at first. The company can manage paper ballots as well, but the Development Committee recommended that the Co-op continue to handle paper ballots to maintain consistency with the owners. The cost for Simply Voting will be \$900 for 2,500 owners. Jen suggested including a checkbox on the ballot envelope inviting owners to state their preferred form of voting in the future. Details were discussed and Aaron thanked the committee for their research. **Jen moved to approve proceeding with e-voting through Simply Voting. Aaron seconded the motion. The motion unanimously carries.** A touch screen kiosk was recommended for voting in-store.

Board Training – Aaron presented training opportunities from Columinate explaining retreat and consulting options. He noted that single webinars are also available and asked directors to consider topics of interest. Discussion ensued highlighting that it has been years since a full retreat and newer board members have not had opportunity to attend. However, Jenny noted that Kevin and the Strategic Leadership Committee will be investing significant time and resources into seminars this year. The board agreed to wait until after the elections to consider a full retreat with Jade around March of 2023. Aaron will email information to the board. The board will choose a webinar for this year at the next meeting.

GM Evaluation – Jerome explained the GM evaluation as an end-of-year opportunity for evaluation and growth, distinct from the compensation review. Monthly GM evaluation is built into policy governance. Jerome suggested using the monthly summary table rather than a separate end-of-year evaluation to give feedback to the GM. The board will review the GM 2021 Monitoring Table this month and submit comments to the Compensation Committee before the March board meeting. The committee will compile an evaluation summary based on the board's comments. Discussion turned to filling out the GM monitoring table. Jen offered to place comments on reports in the monitoring table. The board agreed that monthly evaluation of reports will enhance discussion and the board's digestion of GM reports. More time may be allowed for discussion of reports. An end-of-year executive session may be held to provide feedback on the summary. Jen will compare the GM monitoring table to the board calendar to assure that they align.

March Board Meeting – Deborah proposed moving the March 24 meeting to March 31 to equalize the time between meetings. Directors voiced scheduling conflicts and the motion failed. The meeting will remain on March 24, 2022.

Vacant Board Seat/Board Development Committee – Jo shared pros and cons of filling the open board seat prior to the September election. She and Deborah noted that 5 positions are up for reelection. Deborah, Tim, and Jen affirmed that they plan to run for another term leaving 2 open seats to fill. Deborah noted that this election will allow board terms to balance for board stability with 3 seats open each year, as shown in her bar chart. Discussion ensued and the board expressed the desire to fill the seat as soon as possible. The committee will contact owners who have shown interest in board service. Deborah reviewed the timeline for balloting and elections noting that the annual meeting will be announced in early June with the ballot settled in July. Discussion turned toward qualities the board is seeking in candidates and agreed that dependability is priority. Directors will consider qualifications and bring names to the next meeting.

Agenda

GM Report

Finance Committee

Meeting Time – Change Back to 6:30?

Vacant Board Seat – Board Development Committee

C2 The Board's Job – Jen

Board Training – Choose Webinar

Meeting Evaluation: Thorough. Long.

Recess public session 7:56.

Executive Session: Approval of January executive session minutes.

Reconvene public session 7:57.

Aaron moved to approve the January 27, 2022, executive session minutes with edits. Jenny seconded the motion. The motion unanimously carries.

Meeting adjourned 8:04.

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, March 17, 2022.

Next Board Meeting: Thursday, March 24, 2022, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein